

EXHIBIT 3

Part 1 of 3

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ENDORSED

2011 HOW TO: A GUIDE

**David R. Tamm, Clerk of the Superior Court
Contra Costa County, California**

E. Schwarz

SUPERIOR COURT OF THE STATE OF CALIFORNIA

COUNTY OF SANTA CLARA

UNLIMITED JURISDICTION

RAJ VASANT ABHYANKER

Plaintiff,

v

BENCHMARK CAPITAL PARTNERS VII, L.P.,
a Delaware limited partnership; BENCHMARK
CAPITAL MANAGEMENT CO. VII LLC, a
Delaware limited liability company;
NEXTDOOR.COM, INC. a Delaware corporation;
KEVIN R. HARVEY; PETER FENTON; MITCH
LASKY; J. WILLIAM GURLEY; BRET
TAYLOR; JAMES NORRIS; NIRAV N. TOLIA;
SARAH LEARY; and DOES 1-100,

Defendants.

CASE NO.

111CV212924

**COMPLAINT FOR DAMAGES AND EQUITABLE
RELIEF FOR:**

- (1) INTENTIONAL INTERFERENCE WITH EXISTING AND PROSPECTIVE ECONOMIC ADVANTAGE;
- (2) BREACH OF CONFIDENCE;
- (3) BREACH OF CONTRACT;
- (4) FRAUD AND CONSPIRACY TO DEFRAUD;
- (5) CONSTRUCTIVE FRAUD AND AIDING AND ABETTING CONSTRUCTIVE FRAUD;
- (6) UNJUST ENRICHMENT;
- (7) UNFAIR BUSINESS ACTS AND PRACTICES IN VIOLATION OF BUSINESS AND PROFESSIONS CODE (CAL.CIV.CODE § 17200 *ET SEQ.*);
- (8) VIOLATIONS OF THE CALIFORNIA CORPORATE SECURITIES LAWS; AND,
- (9) MISAPPROPRIATION OF TRADE SECRETS (CAL.CIV.CODE § 3426 *ET SEQ.*);

JURY TRIAL DEMANDED

1 Plaintiff, by his attorneys, alleges as follows on information and belief, except as to those
 2 allegations pertaining to his own knowledge and conduct, which are made on personal
 3 knowledge:

4 **NATURE OF THE ACTION**

5 1. Plaintiff is a former owner of the common stock and vested options to purchase
 6 common stock of Center'd Corporation, Inc., (dba Nextdoor.com, dba Fatdoor.com, dba
 7 Centerd.com, dba the Dealmap.com). Center'd Corporation was purchased by Google, Inc. on or
 8 about July 29, 2011. Between October 25, 2006 and April 2, 2008, Center'd Corporation, Inc.
 9 was named Fatdoor, Inc.

10 2. Plaintiff is a founder and former CEO of Fatdoor, Inc., a Delaware corporation
 11 formed on October 25, 2006. Plaintiff is the lead inventor on 46 United States patent applications
 12 and 6 international PCT patent applications filed by Fatdoor, Inc. relating to the Nextdoor/Fatdoor
 13 concept covering a wide variety of geo-spatial database, architecture, and application
 14 technologies associated with neighborhood communication and geo-spatial social networking.
 15 As of the filing of this pleading, one of these patent applications has now issued into granted U.S.
 16 Patent No. 7,966,567. In addition, at least three more patent applications related to the
 17 Nextdoor/Fatdoor concept are close to issuance, including U.S. published patent application
 18 numbers 11/731,489, 11/784,137, and 11/900,364.

19 3. Defendants fraudulently misappropriated and stole trade secrets, business plans,
 20 unpublished confidential patent applications, knowhow, and software technologies regarding the
 21 Nextdoor/Fatdoor concept from Plaintiff and Fatdoor, Inc. through false and misleading
 22 representations and omissions of material facts concerning Defendant Benchmark Capital's
 23 ("Benchmark") financial affairs, business operations, and prospects. Furthermore, Defendants
 24 actively interfered with operations of Fatdoor, Inc. with respect to the Nextdoor/Fatdoor concept
 25 causing the company to abandon its plans to pursue the domain Nextdoor.com, the
 26 Nextdoor/Fatdoor business model for neighborhood social networking, and causing Plaintiff to be
 27 terminated from the company.

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1 4. In less than six months after misappropriating confidential trade secrets, business
2 plans, unpublished confidential patent applications, knowhow, and software technologies related
3 to the Nextdoor/Fatdoor concept, Defendants independently formed a new corporation,
4 Nextdoor.com, Inc., a Delaware corporation formed on or about December 4, 2007.

5 5. The nature and business of this company was made public on or about October 16,
6 2011 as will be described herein. The entire basis for Nextdoor.com, Inc.'s business rests on
7 these stolen and misappropriated materials now owned by Google, Inc. through its acquisition of
8 the Nextdoor/Fatdoor patent portfolio of Center'd Corporation (see Exhibit H). According to an
9 Economic Times report on October 26, 2011, Defendants funded Nextdoor.com, Inc. with
10 between \$10 million and \$15 million in equity capital from approximately between December
11 2007 and October 2011.

12 6. Absent Defendants' fraudulent scheme to interfere with business operations of
13 Fatdoor, Inc. following funding by a competing venture capitalist, Norwest Capital, Plaintiff
14 would have been gainfully employed and Fatdoor, Inc. would not have abandoned the pursuit of
15 the Nextdoor/Fatdoor neighborhood social networking concept that Plaintiff invented and
16 developed. In addition, Plaintiff would have continued to mature the restricted shares as the
17 founder and the largest common shareholder in Fatdoor, Inc., prior to the company's sale to
18 Google, Inc.

19 7. On or about the summer of 2007, Defendants learned about the Nextdoor/Fatdoor
20 concept after representing that they were not developing anything similar in the space, and after
21 clearing all conflicts of interest in writing. Due to the fraudulent and deceitful acts of Defendants,
22 Plaintiff lost his employment and salary with Fatdoor, Inc. along with restricted common stock
23 and the opportunity to build something he invented and developed.

24 8. In addition, during that same time, Defendants knowingly, purposefully,
25 recklessly, and negligently conspired to steal and misappropriate confidential trade secrets from
26 Plaintiff with respect to the Nextdoor/Fatdoor concept to start Nextdoor.com, Inc.

27 9. The Nextdoor/Fatdoor concept was originally created by Plaintiff on or about

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1 August 2005 while running for Cupertino City Council. At that time, Plaintiff was surprised by
2 the lack of web based tools available to create walking maps of neighborhoods, and annotate
3 information regarding neighbors around a particular residence. Plaintiff initially developed the
4 Nextdoor/Fatdoor concept as a mash up of maps created using MapQuest and a Wikipedia style
5 entry page for each neighbor that he met. A conception document was first prepared on August
6 21, 2005 and clearly included the name "Nextdoor." Particularly, the document was titled:
7

8 "NextDoor.com.
9 Specification Draft 1 - August 21, 2005
"Get to know your neighbors"

10 10. The conception document contained several paragraphs including:

11
12 "What we are trying to create is a way to create a way for neighbors to
13 get to know each other and their surrounding businesses more easily
14 through the Internet. The UI of the site will have a map of your home
15 with a social networking page pop up on the right when one clicks a
particular home/location. There will be no information about prices of
a home, no information about the number of bedrooms of a home, etc.
People will be the focus, not the real estate."

16 11. The document was improved and modified in November 2006 and submitted as
17 an attachment in the Nextdoor/Fatdoor diligence folder to the Defendants on or about Friday,
18 June 22, 2007 (See Exhibit B). The document included the following statement:
19

20 "Note: we don't have the domain nextdoor.com yet, ive placed a bid on it. We
21 do have modernvillage.com, but im trying to find a better name. let me know if
you find something that is better and available for sale. Should know about
nextdoor.com by the end of this week." (See Exhibit B) [sic].
22

23 12. Plaintiff and Fatdoor, Inc. intended to purchase the Nextdoor.com domain name
24 shortly after Series B funding. Plaintiff worked diligently between August 21, 2005 and June 15,
25 2006 to get the Nextdoor/Fatdoor website launched along with his business partner and assistant
26 Babar Rana ("Rana"). During this period, Rana created screenshots and wireframes of the
27 Nextdoor/Fatdoor concept using PowerPoint showing the name "Nextdoor" (See Exhibit A).
28 There were two mockup images of the Nextdoor/Fatdoor concept shared by Plaintiff with the

1 Defendants on or about on June 22, 2007 (See Exhibit A). The first mockup image shows a photo
2 of Rana, with a personal profile wall feed from neighbors who provide comments on Rana's wall.
3 A search area box reads "search neighborhood." The word "Nextdoor" is clearly shown in the
4 upper, left-hand side of the screenshot. A map is shown in the screenshot illustrating the location
5 of Rana's hypothetical home and images indicating which neighbors have and have not joined the
6 neighborhood surrounding Rana's home. (See Exhibit A). Rana worked with Plaintiff shortly
7 after the conception of the Nextdoor/Fatdoor concept on or about August 21, 2005 until at least
8 October 2007. Rana is currently a Senior Product Manager in the Localization team at Google,
9 Inc. as of the filing of this Complaint.

10 13. The second mockup image of the Nextdoor/Fatdoor concept prepared by Rana
11 between August 21, 2005 and June 15, 2006, and shared with the Defendants on or about Friday,
12 June 22, 2007 also visibly and clearly shows the name "Nextdoor" in the upper, left-hand side of
13 the site as well. A message appears on that mockup stating, "Get to know your neighbors."
14 Plaintiff's home is pictured on the map, along with photos of Plaintiff's family and next door
15 residential and business neighbors visible on a map. Images of Plaintiff's family are visible in
16 this mockup.

17 14. These screenshots provided to Defendants on or about Friday, June 22, 2007, were
18 included as part of an investor diligence package that very same day. These conception mockups
19 were included as part of the diligence package given to Defendants on or about Friday, June 22,
20 2007. In these conception mockups, the name "Nextdoor" is clearly visible.

21 15. On or about November 22, 2006, Plaintiff prepared and filed the first utility U.S.
22 Patent Application number 2007/0218900 A1 titled "MAP BASED NEIGHBORHOOD
23 SEARCH AND COMMUNITY CONTRIBUTION" (See Exhibit D) on which the name
24 "Nextdoor.com" is clearly associated as the domain name intended to be used by Fatdoor, Inc.
25 (page 21, col. 1, paragraph [0236]). (See Exhibit D). This '900 patent application explicitly
26 describing the Nextdoor.com domain was private and not published as a public document at the
27 time of disclosure to the Defendants on or about June 22, 2007. This 900th patent application is
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now a public record searchable worldwide on Google patent search and United States Patent Office records. Particularly, in the '900 patent application, it is written:

"In one embodiment, the methods and systems illustrated in Figures 1-28 enable people to search for things they want e.g. nearby pizzas etc. (e.g., by distance away). Advertisers can 'own' their listing by placing a display ad on **nextdoor.com**.", U.S. patent application 2007/0218900 A1, (page 21, col. 1, paragraph [0236]) (see Exhibit D).

16. Plaintiff and Fatdoor, Inc. intended to purchase the Nextdoor.com domain name shortly after Series B funding. Since the name "Nextdoor.com" was expensive to buy, Fatdoor, Inc. used the name "Fatdoor.com" as a second preference until additional funding could be raised after the summer of 2007 to purchase the Nextdoor.com domain. But for the fraudulent interference by the Defendants in the internal affairs of Fatdoor, Inc., the name Nextdoor.com would have been purchased by Plaintiff for Fatdoor, Inc. after funding. It was Plaintiff and Fatdoor, Inc.'s intention to purchase the name Nextdoor.com, and change the name of its business accordingly from Fatdoor, Inc. to Nextdoor, Inc. The Defendants fraudulently misappropriated their confidential knowledge of this fact to illegally convince the board of directors of Fatdoor, Inc. to terminate the employment of Plaintiff, and to purchase the Nextdoor.com domain for themselves shortly after Plaintiff was terminated.

17. The '900 patent application claims priority from earlier provisional patent applications filed between March 17, 2006 and October 25, 2006. The secret technical details, software algorithms, knowhow, and then unpublished patent applications including the '900 patent application were misappropriated and illegally repurposed by the Defendants through Defendant Bret Taylor ("Taylor") and Defendant James Norris ("Norris") on or about June 22, 2007, as will be explained herein. The '900 patent application had not yet published as a public document at of the time of disclosure of the Nextdoor/Fatdoor concept to the Defendants.

18. On or around December 15, 2006, Plaintiff showed the Nextdoor/Fatdoor concept to investor Jeffrey M. Drazan ("Drazan"), a client of Plaintiff's private, solo-practice law firm. Drazan was intrigued with the Nextdoor/Fatdoor prototype site that had been built. On or

about January 5, 2007, Drazan agreed to personally invest \$500,000.00 in the Nextdoor/Fatdoor concept pending clearance from his limited partners. Drazan introduced Plaintiff to his friend William H. Harris, Jr. ("Harris, Jr."), the former CEO of Intuit, Inc. and PayPal that same weekend. Harris, Jr. was immediately impressed with the concept of building the Nextdoor/Fatdoor social network around the concept of getting to know your neighbors. Plaintiff met with Drazan and Harris, Jr. at Buck's Café in Woodside, CA on or about Monday, January 15, 2007, where Drazan and Harris, Jr. gave Plaintiff a \$1,000,000.00 equity capital term sheet with attractive terms of fully vested stock for Plaintiff.

19. On or about February 1, 2007, Plaintiff independently closed a \$1,000,000.00 Series A round of equity financing with Drazan and Harris, Jr. for the Nextdoor/Fatdoor concept.

20. Plaintiff then hired Chandu Thota ("Thota"), recruited from a job post on Craigslist.com and Monster.com, as a salaried, full-time developer, CTO, and co-founder one month after funding closed. Thota originally applied to a Monster.com job posting made by Plaintiff on or about November 1, 2006.

21. Thota permanently moved from his home in Seattle to join Plaintiff as a CTO and co-founder on or about February 28, 2007. After Thota permanently joined, the prototype of Nextdoor/Fatdoor was quickly developed into a working product based on Plaintiff's original ideas and inventions. Plaintiff left his full time employment at his private law practice and joined as the full time CEO of Fatdoor, Inc. Per the guidelines set forth by investors, Plaintiff actively transferred existing clients to other attorneys to ensure that Plaintiff could focus full time on Fatdoor, Inc.

22. On or about January 27, 2007, Plaintiff was invited to the home of Stanford University professor, Dr. Hector Garcia Molina ("Dr. Molina") for brunch, after a referral to Plaintiff from Stanford computer science professor, Dr. Andreas Paepcke ("Dr. Paepcke"). Plaintiff brought along Chandu Thota to the brunch at the home of Dr. Molina. Dr. Molina is on the Board of Directors of Oracle, Inc. and was a former Chairman of the Computer Science department at Stanford University. Dr. Molina was impressed by the Nextdoor/Fatdoor

1 technology, methods of organizing database structures in a geospatial manner, and the concept
2 around getting to know neighbors. Dr. Molina and Dr. Paepcke agreed to be strategic advisors
3 and small investors in Fatdoor, Inc. around the Nextdoor/Fatdoor concept along with Drazan and
4 Harris, Jr. A few months later, Stanford computer science professor Rajeev Motwani
5 ("Motwani") also agreed to be an advisor and small investor in the Nextdoor/Fatdoor. Rajeev
6 Motwani was the former advisor to Google, Inc. founders, Sergey Brin and Larry Page.

7 23. Plaintiff is the lead inventor on an additional 30+ U.S. patent applications and
8 international patent applications between March 13, 2007 and August 15, 2007 based around
9 neighborhood social networking, mobile applications, and geo-spatial technologies. These
10 patents collectively represent some of the earliest geospatial social networking and mobile patent
11 applications ever filed.

12 24. The phrase "Get to know your neighbors" was applied for as a U.S. trademark on
13 or about November 22, 2006, with U.S. trademark serial number 77049854. The description "Get
14 to know your neighbors" was provided to the United States Patent and Trademark office under
15 serial number 77049854 as:

16 "Computer services in the nature of customized web pages featuring user-
17 defined information, personal profiles and information, namely, providing
18 location tagged profiles using spatial and geo-coded information through the
19 Internet; Computer services, namely, providing a specialized search engine
20 for finding personal, geographical and business data on a global computer
network"

21 28. The name "Fatdoor" was applied for as a U.S. trademark on or about November
22, 2006, with U.S. trademark serial number 77049286 with a similar description.

23 29. The name "Fatmail" was applied for as a U.S. trademark on or about April 5,
24 2007, with U.S. trademark serial number 77150247. The description of "Fatmail" was provided
25 to the United States Patent and Trademark office under serial number 77150247 as:

26 "Paper goods and printed material, namely, envelopes, pamphlets, coupons
27 books and publications which promote the goods and services of others for
28 advertising in a neighborhood geo-spatial environment"

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1 The secret technical details, software algorithms, knowhow, and then unpublished patent
 2 applications surrounding the Fatmail concept were misappropriated and stolen by the Defendants
 3 to enable the verification of neighbors permitted into the network through postal mail.

4 30. The Nextdoor/Fatdoor idea by Plaintiff was very well received by major thought
 5 leaders, including Mark Pincus ("Pincus"), who wrote to Plaintiff and Fatdoor, Inc. director
 6 Drazan on or about March 5, 2007 stating:

7 8. "[r]aj, your idea and background were both compelling. sorry if i
 9. barraged you with feedback before you could get the whole idea across.
 10. i'd def be interesting following up as i like the general macro space and
 11. think there are many directions you could go with it. best, mark" [sic]

12 31. Pincus agreed to participate in the first Nextdoor/Fatdoor private beta launch
 13 between March 2007 and June 2007. That same summer, Pincus independently started the
 14 successful venture Zynga.com (over 232 million users, and \$1 billion in revenue). The
 15 affirmation by Pincus of the Plaintiff and the Nextdoor/Fatdoor concept right before Zynga was
 16 founded was a testament to the power and potential of the Nextdoor/Fatdoor idea and Plaintiff's
 17 ability, but for the interference, misappropriation, and theft by Defendants, as explained herein.

18 32. Wired Magazine also covered the Nextdoor/Fatdoor concept on or about May 31,
 19 2007 in an article entitled "Fatdoor CEO Talks About Balancing Security With Community." The
 20 article described the general concepts of Nextdoor/Fatdoor developed by Plaintiff to account for
 21 neighborhood security :

22 21. "It wasn't until Abhyanker let me take his neighborhood for a test drive
 22. that I started to understand how this actually plays out. Fatdoor is hardly
 23. the stalking tool we all feared. In fact, its simple interface made
 24. Abhyanker's own community fit together more like a wiki version of a
 25. town hall. Users in the neighborhood can broadcast general messages to
 26. the entire block, submit an entry about a local business, or even submit
 27. entries for friends and other neighbors. Abhyanker's neighborhood is even
 28. set up to elect moderators to help police this conduct too. Paired with the
 29. amount of control the user has over how much or how little information
 30. the neighborhood can access about themselves, it actually seemed...pretty
 31. safe." (See Exhibit G).

32 33. In addition, the Wired Magazine article of May 31, 2007 went on to describe the

end product of the secret confidential security algorithms developed by Plaintiff to account for neighborhood security:

"As far as peeking into other neighborhoods? Abhyanker has that covered too. "We've been playing around with the distance, and after some testing we've found that keeping it at a 5-mile radius [from the user's residence] is the most reasonable," he said. "It keeps the focus on the neighborhood and also keeps the feeling of community. Of course, this is something that we're going to have to change depending on the size and layout of a city, but during testing it seemed like the ideal distance." (See Exhibit G).

The secret technical details, software algorithms, knowhow, and then unpublished patent applications that permitted the Nextdoor/Fatdoor concept to be built as described in the Wired Magazine article of May 31, 2007 were stolen by Defendants and misappropriated as ‘key’ technology in Nextdoor.com, Inc. as described in a San Jose Mercury News article. On or about of October 26, 2011, this same San Jose Mercury New article entitled “Epinions co-founder Nirav Tolia back in the saddle with Facebook-like startup” inaccurately credits Defendant Taylor with the invention of the Fatdoor/Nextdoor concept, describing Nextdoor.com, Inc. as, “software developed by an early Google (GOOG) Maps employee” that is used as the “key” technology of Nextdoor “that makes sure only people who live in a specific neighborhood are able to join its network -- giving users a level of privacy that sites like Facebook don’t.”) (See Exhibit H).

34. Benchmark partner and Defendant Kevin Harvey ("Harvey") requested a meeting to discuss, explore and finalize the financing of Nextdoor/Fatdoor on or about June 15, 2007 after a referral from Drazan. To celebrate the enormous shareholder value that Plaintiff and his co-founder Thota had brought to Fatdoor, Inc., board member Drazan sent Plaintiff an email on or about June 19, 2007 with a subject line: "A premature, but well deserved congratulations and thank you!!!" The email included the following text:

"Raj, Chandu.....It sometimes gets lost amid all the frenetic activity, the significance of this interim accomplishment. After just 3 (?) short months of working together it is more than impressive how much value you have created on such modest spending. Pause for a moment to reflect on what you have produced...38 patent applications, an impressively functional website, thousands of initial subscribers, tens if not hundreds of thousands of page views, strategic interest from the most sophisticated media properties and

1 institutions in the world, world class employees, candid and supportive
2 feedback from your user community, the list goes on....Thank you for all your
endless hours and unbridled enthusiasm. Jeff" [sic]

3 35. A meeting time was set for on or about Thursday, June 21, 2007. To ensure
4 confidentiality, Fatdoor, Inc. board member Drazan requested an early morning meeting on or
5 about June 21, 2007 and requested that Benchmark clear conflicts, especially "conflicts else that
6 is [or] resembles what they [Fatdoor] are doing" [sic] before any disclosures were made.

7 36. Benchmark partner Harvey, responded on or about June 21, 2007 to Fatdoor, Inc.
8 board member Drazan stating: "We don't have and are not looking at anything that is a direct
9 competitor. Some of our companies Billow [sic] and Yelp are tangential. We will need to make
10 sure that they are comfortable but my guess is that they are better partners than competitors."

11 37. In detrimental reliance of this statement by Benchmark partner Harvey, Plaintiff
12 disclosed the Fatdoor/Nextdoor concept to Harvey that same day of Thursday, June 21, 2007
13 during a disclosure on or about 10:00 A.M. and 10:30 A.M. Immediately after the call, Harvey
14 sent an email to the Plaintiff, requesting that he and his co-founder Thota meet with Reid
15 Hoffman ("Hoffman") that same evening in Mountain View. Hoffman is the founder and former
16 CEO of LinkedIn.com. Harvey informed Plaintiff that Hoffman did "diligence" for companies
17 that Benchmark was going to invest in.

18 38. In addition, Harvey requested a meeting with Plaintiff at Benchmark's
19 headquarters on Sand Hill Road in Menlo Park on or about June 21, 2007. On or about June 21,
20 2007, Harvey requested that Plaintiff send confidential presentations relating to Nextdoor/Fatdoor
21 to his partner, Defendant Mitch Lasky ("Lasky"), who was to participate in the meeting via
22 teleconference. On or about June 21, 2007, Plaintiff sent the requested confidential executive
23 summary of the Nextdoor/Fatdoor concept to Lasky and Harvey. The title of this file was
24 "Executive_Summary-Fatdoor-06-11-07.pdf", hereinafter ("Executive Summary"). (See Exhibit
25 C).

26 39. Each page of this Executive Summary included the words "Confidential Material"
27 (see Exhibit C). Page seven of the Executive Summary showed a maturing networks timeline in
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which the next phase from Facebook was to be toward the Nextdoor/Fatdoor concept, centered around "Neighborhoods." Defendants misappropriated knowledge found in this confidential Executive Summary to create the business plan for Nextdoor.com, Inc., which they formed as a corporate entity on December 4, 2007, less than six months after this Executive Summary for Nextdoor/Fatdoor was provided to them. Even as recently as October 26, 2011, Defendant Gurley was quoted in an article in Techcrunch stating that Nextdoor was the "natural evolution of social networking that [would] demonstrate the value of building community to neighborhoods everywhere." In a San Jose Mercury News article that same day, Defendant Gurley was quoted referring to Nextdoor.com, Inc. as "It's Facebook for your neighborhood." (See Exhibit H).

40. In addition to receiving the confidential Executive Summary, Benchmark partner Harvey and Lasky met with Plaintiff and learned about Nextdoor/Fatdoor concept in detail on or about June 21, 2007. Plaintiff spent several hours at Benchmark disclosing the entire concept in detrimental reliance on Benchmark's written assurances of confidentiality and no conflicts.

41. Plaintiff and his co-founder Thota then met with Hoffman on or about June 21, 2007 at the LinkedIn headquarters in Mountain View, California. Hoffman expressed genuine interest in the Nextdoor/Fatdoor concept, and said that he would not only give a positive recommendation to Benchmark, but personally invest in the venture. Hoffman sent an email to Plaintiff and Fatdoor, Inc. director Drazan on or about June 22, 2007 stating that it was his pleasure to meet with Plaintiff to learn about Nextdoor/Fatdoor. Hoffman expressed that there was "some very good stuff in [Plaintiff's] planning/doing" to Plaintiff in the same communication. In addition, Hoffman wrote that he would like to talk with Fatdoor, Inc. director Drazan to discuss investment details. Drazan spoke to Hoffman via telephone on or about June 22, 2007. On or about June 26, 2007, Hoffman told Plaintiff and Drazan that he would like to invest \$100,000.00 of his personal money in addition to the investment by Benchmark.

42. Plaintiff and co-founder Thota also met with Motwani at the University Café on University Avenue in Palo Alto, CA. Motwani agreed that Benchmark was a good choice for investment as an alternative to Norwest Capital and agreed to solidify the agreement with a

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1 personal reference call to Benchmark advisor Hoffman. Motwani also agreed to invest
2 \$100,000.00 in the new round based on his confidence in Plaintiff and his co-founder Thota.

3 43. Plaintiff prepared full diligence files of the Nextdoor/Fatdoor concept and gave
4 them to Defendant Peter Fenton ("Fenton") at Benchmark on or about June 22, 2007. The
5 diligence package included all then unpublished 46 United States patent applications, 6 foreign
6 PCT patent applications, the Executive Summary, and screenshots created by a Rana in 2006
7 clearly showing the name "Nextdoor." On or about June 22, 2007, Plaintiff sent an email to
8 Fatdoor, Inc. employee Paul Zahorsky, to counsel Daniel Hansen, to Daniel Hansen's paralegal,
9 and to California licensed attorney Sheila Maguire attaching conception documents showing the
10 mockups and the Word document for Nextdoor.com as previously described. The conception
11 documents showing the name "Nextdoor" were also shared electronically with Fatdoor, Inc.
12 employees Emily McIntire and Michael Johnstone. In addition, Harris, Jr. and Thota received
13 electronic and physical copies of the conception documents showing the name Nextdoor.com
14 from Sheila Maguire shortly after she requested them on their behalf on or about June 22, 2007.

15 44. In addition, the diligence documents included a statement stating: "Note: we don't
16 have the domain nextdoor.com yet, i've placed a bid on it. We do have modernvillage.com, but
17 im trying to find a better name. let me know if you find something that is better and available for
18 sale. Should know about nextdoor.com by the end of this week." (Exhibit B). [sic]

19 45. Harvey and Fenton described the Nextdoor/Fatdoor concept to fellow partners and
20 EIRs at a Benchmark offsite approximately between June 23, 2007 and June 25, 2007.

21 46. On or about June 27, 2007, Harvey sent an email to Plaintiff stating: "Do you guys
22 have time to meet our Google EIRs?" Harvey referred Plaintiff to Taylor and Norris, who were
23 EIRs at Benchmark. Taylor and Norris were the co-creators of Google Maps and the Google
24 Maps API, and had left their positions at Google to join Benchmark on or about June 2007.
25 Taylor is currently the Chief Technology Officer of Facebook, Inc. as of the filing of this
26 Complaint. Harvey called Plaintiff on or about June 27, 2007 and told Plaintiff that Benchmark
27 intended to make a positive investment decision as a lead investor or as a co-investor in

1 Nextdoor/Fatdoor based on Hoffman's positive recommendation. Furthermore, Harvey assured
 2 Plaintiff that Taylor and Norris would like to help the Nextdoor/Fatdoor venture succeed, and
 3 would hold information that they obtained in strict confidence and would not start any competing
 4 ventures. In reliance of Harvey's promises, Plaintiff informed the board of directors of Fatdoor,
 5 Inc., and agreed to meet with Taylor and Norris on or about June 27, 2007 at Benchmark
 6 headquarters on Sand Hill Road in Menlo Park.

7 47. During the meeting with Taylor and Norris, Plaintiff and co-founder Thota again
 8 asked whether Benchmark had any conflicts of interest before disclosing technical details of the
 9 Nextdoor/Fatdoor concept. Taylor and Norris replied that they were working with something in
 10 the consumer space which was totally different, and that Benchmark intended to invest in
 11 Fatdoor, Inc. to build the neighborhood concept. Plaintiff and Thota, spent most of that afternoon
 12 with Taylor and Norris based on those assurances to not compete and maintain confidentiality.

13 48. Surprisingly, then, on or about June 29, 2007, Benchmark partner Harvey wrote an
 14 email to Fatdoor, Inc. director Drazan stating that Benchmark would pass on the current round
 15 even though they were "really intrigued with the space." Harvey also wrote to Drazan and stated:

16 17 "This has been an extraordinarily close call but it looks like we will
 18 pass for this round. We are all really intrigued with the space but can't
 19 get comfortable enough with the "killer app." My guess is that it will
 20 be obvious soon (and we will feel sheepish) but we need to have more
 conviction before investing. I would like to help these guys as much
 as possible. Given that we are now up to speed, we could be a good
 quick stop for the next round here." [sic]

21 The pullout in funding by Benchmark came as a surprise to Plaintiff and Fatdoor, Inc.'s board of
 22 directors, as Benchmark had indicated throughout that they wanted to invest. On or about June
 23 29, 2007, Harvey wrote to Plaintiff stating: "I bet that you guys will find this [killer app] quickly
 24 as we are quite impressed with your thinking on this space."

25 49. In lieu of an investment by Benchmark, Fatdoor, Inc. took a smaller investment of
 26 \$5.5 million dollars from Norwest Venture Partners without participation from Benchmark. The
 27 transaction closed on or about July 17, 2007. Within two weeks of the closing of the second

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round of funding, Benchmark began an ill-conceived scheme to unfold and destroy Plaintiff and Fatdoor, Inc.'s focus around neighborhood social networking, so that they could come up with their own concept through the confidential information that they had learned. As a starting point, Benchmark sought to interfere with the operation of Fatdoor, Inc. and to influence a replacement of Plaintiff as the Chief Executive Officer, a person whom they knew to be the lead inventor and thought leader in the neighborhood social networking space.

50. Taylor and Norris liked the Nextdoor/Fatdoor concept described by the Plaintiff so much that on or about July 19, 2007 they wrote to Plaintiff via email stating:

"We are happy to be advisors. The time commitment sounds reasonable to us, and we are interested in helping out as you navigate all the difficult product and privacy issues. The product has a lot of potential, and if you all can find the right product and privacy balance, it has the potential to become the first really successful "geo wiki... Let us know how to proceed from here. Bret" [sic]

51. On or about July 23, 2007, Taylor sent an email to Plaintiff responding to a written Strategic Advisory offer letter prepared for Taylor and Norris :

"We will take a look at these and get back to you tomorrow with the signed copies."

52. The agreement was not returned signed the very next day. Instead, two days later, on or about July 25, 2007, Taylor and Norris write back to Plaintiff stating:

"Raj, I wanted our lawyer to review this, and I wasn't aware he is on vacation this week – is it possible we get this to you on Monday, or are we running up against a deadline? Bret" [sic]

53. On or about August 2, 2007, Taylor wrote back to Plaintiff stating:

"Raj, The only concern we have with the agreement is "Advisor agrees not to compete with the business of the Company and its successors and assigns during the term of this Agreement, notwithstanding the cause or reason for termination of this Agreement." [sic]

Taylor, who is at the time of writing was still an EIR at Benchmark further reaffirmed that he did not have any conflicts with the information he had learned from Plaintiff. In the same email sent

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1 on or about August 2, 2007, he stated:

2
3 "Clearly we don't want to get into a directly competing business, or we
4 wouldn't be doing this in the first place. However, competition is really in
5 the eye of the beholder sometimes, and we are definitely entering the
6 consumer internet space (though definitely not the geo space). How
7 would you feel about removing this line to make us more comfortable?
8 Bret"

9
10 54. This misrepresentation was not truthful, as Taylor and Norris did shortly enter the
11 "geo space" with the formation of Nextdoor.com, Inc. less than six months later. Fatdoor, Inc.
12 rejected this last minute update by Taylor, and Plaintiff was terminated from Fatdoor, Inc.
13 approximately two weeks later.

14
15 55. The Fatdoor, Inc. board of directors retained Jon R. Love ("Love") to find a
16 replacement CEO for Fatdoor, Inc. based on a reference from Benchmark. Love had helped
17 Benchmark to replace senior management for a number of portfolio companies including Gaia,
18 Linden Labs, Pure Play, and When.com. In addition, Love had been retained to replace
19 Benchmark advisor Hoffman as the CEO of LinkedIn.

20
21 56. Because of Benchmark's interference, Fatdoor, Inc. board member Harris, Jr. and
22 new investor Sergio Monsalve replaced Plaintiff as Chief Executive Officer. Particularly, on or
23 about July 27, 2007, Fatdoor, Inc. Chairman Harris, Jr. let Plaintiff know that his services would
24 no longer be required at Fatdoor, Inc. because they would be going in a different direction than
25 the neighborhood space based on the negative feedback that they received from Harvey and
26 Benchmark. Harris, Jr. would be the interim CEO until a replacement was found by Benchmark
27 headhunter Love to take Fatdoor, Inc.'s business in a different direction than one centered around
28 neighborhoods and to make Fatdoor, Inc. more attractive to investors in future rounds.

29
30 57. This development came as a surprise to Plaintiff because approximately one month
31 earlier Plaintiff had received a thank you email from Fatdoor, Inc. board member Drazen
32 commenting "impressive how much value you have created on such modest spending. Pause for
33 a moment to reflect on what you have produced...38 patent applications, an impressively
34 functional website, thousands of initial subscribers, tens if not hundreds of thousands of page
35

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1 views, strategic interest from the most sophisticated media properties and institutions in the
2 world, world class employees, candid and supportive feedback from your user community, the list
3 goes on....Thank you for all your endless hours and unbridled enthusiasm..." The development
4 was also particularly injurious for Plaintiff since he had worked countless hours on the
5 Nextdoor/Fatdoor concept, and had left his only source of income behind to build the venture.

6 58. In addition, what made the forced sabbatical/termination even more troubling was
7 the fact that on or about August 7, 2007, Plaintiff received an email from Heather Harde and
8 Michael Arrington from Techcrunch stating that "Fatdoor has been selected as a TechCrunch20
9 finalist" for the top 20 startups of the year of the year 2007. When Plaintiff asked Fatdoor, Inc.
10 Chairman Harris, Jr. and new Norwest investor Sergio Monsalve whether the opportunity should
11 be pursued, Plaintiff was asked to decline the invitation by Techcrunch because Fatdoor, Inc. was
12 rethinking the neighborhood space based on the comments made to them by Harvey at
13 Benchmark. On or about August 7, 2007, Plaintiff canceled his meeting with Heather Harde and
14 Michael Arrington scheduled for that same afternoon per the request of Fatdoor, Inc.'s Chairman,
15 Harris, Jr.

16 59. Nonetheless, Plaintiff sent a kind and diplomatic email to all Fatdoor, Inc.
17 stakeholders thanking them for the opportunity to develop the Nextdoor/Fatdoor concept and
18 wishing them the best of luck. Plaintiff had an exit interview with Love on or about August 8,
19 2007. Then, during the week of August 15, 2007, approximately one and half months after the
20 pull out of funding by Benchmark, Plaintiff was immediately asked to no longer come to the
21 offices of Fatdoor, Inc., the company he had started, and was no longer invited to participate in
22 strategic decisions regarding the company.

23 60. On or about October 2007, Fatdoor, Inc. hired a new CEO based on a
24 recommendation from the headhunter referred by the Benchmark - Jennifer Dulski ("Dulski").
25 Dulski was a former Group Vice President at Yahoo. On or about April 2, 2008 Dulski changed
26 the name of the company Fatdoor, Inc. to Center'd Corporation, Inc., less than five months after
27 the formation of Nextdoor.com, Inc. by the Defendants on or about December 4, 2007.
28

1 61. Dulski made a strategic change away from the original Nextdoor/Fatdoor concept
2 of getting to know your neighbors and moved the direction of Fatdoor, Inc. into a local site for
3 mothers to plan events. The website created to host this concept www.centerd.com site failed to
4 get traction and a decision is made to create a new effort called the DealMap focused on the
5 mapping of local deals. On or about August 1, 2011, Google, Inc. purchased the
6 Nextdoor/Fatdoor patent applications and patents and the DealMap from Center'd Corporation,
7 Inc.

8 62. A press release was issued on October 26, 2011 stating that a new startup was
9 launched called "Nextdoor." The CEO of Nextdoor was announced to be Defendant Nirav Tolia
10 ("Tolia"), a former EIR at Benchmark. It was reported in the San Jose Mercury News on October
11 26, 2011 that "software developed by an early Google (GOOG) Maps employee" was used as the
12 "key" technology of Nextdoor "that makes sure only people who live in a specific neighborhood
13 are able to join its network -- giving users a level of privacy that sites like Facebook don't." (See
14 Exhibit H). Upon reason and belief, this key technology "that makes sure only people who live in
15 a specific neighborhood are able to join its network -- giving users a level of privacy that sites
16 like Facebook don't" was stolen and misappropriated from Plaintiff by Taylor and Norris while
17 they were employed at Benchmark. (See Exhibit H and Exhibit I).

18 63. Defendant Sarah Leary ("Leary") was a former EIR at Benchmark and is currently
19 the co-founder and Vice President of Marketing at Nextdoor.com, Inc. Based on articles posted on
20 the web, Tolia and Leary have been EIRs at Benchmark since at least March 2007. Their
21 positions as EIRs has been inconspicuous, according to an article in ValleyWag/Gawker on or
22 about March 21, 2007. Tolia and Leary confirmed their Benchmark EIR status on or about
23 August 29, 2007 in an article in VentureBeat, a few months before the formation of
24 Nextdoor.com, Inc. on or about December 4, 2007 which listed Tolia as Chief Executive Officer
25 and Leary as the Vice President of Marketing. The Economic Times reported on or about
26 October 26, 2011 that Nextdoor.com, Inc. raised between \$10 million and \$15 million dollars in
27 venture capital financing from Benchmark and Shasta Ventures. Defendant J. William Gurley
28

1 ("Gurley"), a partner at Benchmark Capital is an investor and on the Board of Nextdoor.com, Inc.
 2 Upon reason and belief, Nextdoor.com, Inc. stole and misappropriated a key technology of
 3 limiting views of neighbors to only a constrained geo-spatial set from Fatdoor, Inc. through
 4 Taylor.

5 64. Defendant Tolia, Defendant Taylor, and Defendant Norris all worked at
 6 Benchmark as EIRs on and about the day that Defendants learned of the confidential and
 7 unpublished technical details, security algorithms, methods and trade secrets associated with
 8 Nextdoor/Fatdoor from Plaintiff. (See Exhibit I). Based on the quoted facts above, and upon
 9 reason and belief, Defendants conspired together to misappropriate the confidential trade secrets,
 10 materials, knowhow, and algorithms from Plaintiff and to form Nextdoor.com, Inc. venture on or
 11 about December 4, 2007.

12 65. Funding was not difficult for Tolia, as Benchmark had funded Tolia in the past
 13 with little more than a PowerPoint presentation according to the same article in VentureBeat on or
 14 about August 29, 2007 which quoted a previous article in the New York Times stating that
 15 Tolia's last company "launched in 12 weeks, and raised \$8 million from Benchmark and August
 16 with little more than a PowerPoint presentation."

17 66. Plaintiff went on unemployment for the remainder of 2007 as he had no law
 18 practice to fall back on. Plaintiff had to rebuild every client from scratch as the sole income
 19 earner for his family of four, and was unable to complete graduate studies in engineering at
 20 Stanford University due to a lack of financial resources.

JURISDICTION AND VENUE

21 67. Jurisdiction is proper in this Court because the Superior Court is a court of general
 22 jurisdiction and because Plaintiff seeks both damages and equitable relief.

23 68. Venue is proper in this Court because Benchmark Capital maintains its principal
 24 place of business in Santa Clara County, and regularly conducts business in this county.
 25 Defendants Tolia, Harvey, Gurley, Lasky, Fenton, Taylor, Norris, and Leary are all residents of
 26 Northern California, and either reside in this county or at all times herein, conducted the acts
 27

1 complained of herein in the County of Santa Clara. Plaintiff Abhyanker at all times complained
 2 of herein was and is a resident of the County of Santa Clara.

3 **THE PARTIES**

4 **PLAINTIFF**

5 69. Plaintiff Raj Abhyanker ("Abhyanker") is a resident of Cupertino, California.
 7 Abhyanker is the founder of Center'd Corporation, which was originally named Fatdoor, Inc. He
 8 served as the Chief Executive Officer ("CEO") of Fatdoor, Inc. from the inception of company in
 9 October 25, 2006 until August 31, 2007. Abhyanker is the inventor of 46 patent applications filed
 10 around the Nextdoor/Fatdoor concept, now owned by Google, Inc. At the time of the
 11 misappropriation by the Defendants, Abhyanker owned 4,000,000 shares of Center'd Corporation
 12 common stock, constituting approximately 25% of outstanding equity which was fully vested
 13 until being restricted after Series B financing because of the illegal acts of the Defendants.

14 **DEFENDANTS**

15 70. Defendant Kevin R. Harvey ("Harvey") is a resident of Los Gatos, California.
 16 Harvey is a General Partner of Benchmark Capital Partners VII, L.P., and an equity holder in
 17 Benchmark Capital Management Co. VII LLC., and through the fund an equity holder of
 18 Nextdoor.com, Inc.

19 71. Defendant Peter Fenton ("Fenton") is a resident of San Francisco, California.
 20 Fenton is a General Partner of Benchmark Capital Partners VII, L.P., and an equity holder in
 21 Benchmark Capital Management Co. VII LLC., and through the fund an equity holder of
 22 Nextdoor.com, Inc.

23 72. Defendant J. William Gurley ("Gurley") is a resident of Portola Valley, California.
 24 Gurley is a General Partner of Benchmark Capital Partners VII, L.P., and an equity holder in
 25 Benchmark Capital Management Co. VII LLC. Gurley is a director of Nextdoor.com, Inc.

26 73. Defendant Mitch Lasky ("Lasky") is a resident of California. Lasky is a General
 27 Partner of Benchmark Capital Partners VII, L.P., and an equity holder in Benchmark Capital
 28 Management Co. VII LLC., and through the fund an equity holder of Nextdoor.com, Inc.

1 74. Defendant Bret Taylor ("Taylor") is a resident of Los Gatos, California. Taylor is
2 the Chief Technology Officer of Facebook, Inc. and a former EIR at Benchmark Capital Partners
3 VII, L.P. during the time of the misappropriation alleged herein.

4 75. Defendant James Norris ("Norris") is a resident of Mountain View, California.
5 Norris is a former EIR at Benchmark Capital Partners VII, L.P. during the time of the
6 misappropriation alleged herein.

7 76. Defendant Nirav Tolia ("Tolia") is a resident of Palo Alto, California. Tolia is the
8 CEO and co-founder of Nextdoor.com, Inc., formed on December 4, 2007. Tolia is also a former
9 EIR at Benchmark Capital Partners VII, L.P. during the time of the misappropriation alleged
10 herein.

11 77. Defendant Sarah Leary ("Leary") is a resident of Redwood City, California.
12 Leary is the VP of Marketing and co-founder of Nextdoor.com, Inc., formed on December 4,
13 2007. Leary is a former EIR at Benchmark Capital Partners VII, L.P. during the time of the
14 misappropriation alleged herein.

15 78. The true names and capacities of Defendants named Does 1-100, inclusive,
16 whether individual, corporate, associate, or otherwise, are presently unknown to Plaintiff.
17 Plaintiff therefore sues these Defendants by these fictitious names. Plaintiff will amend his
18 Complaint to substitute true names and capacities when they have been ascertained. Plaintiff is
19 informed and believes, on the basis of that information and belief allege, that each of the
20 fictitiously-named Defendants is responsible in some manner for the occurrences herein alleged.

21 79. By reason of their positions and relationships with Fatdoor, Inc. and Plaintiff
22 including their access to non-public information concerning Fatdoor, Inc. and the timing,
23 structure, and terms of the transaction at issue in this action, the Defendants were and are
24 fiduciaries to the Plaintiff. In engaging in the wrongful conduct alleged herein, Defendants
25 pursued a common course of conduct, acted in concert with each other, and conspired with one
26 and other, in furtherance of their common plan, scheme or design. In addition, each of the
27 Defendants aided and abetted each other in breach of their respective fiduciary duties, as alleged
28

1 herein. In aiding and abetting the other breaches of fiduciary and professional duties, the
 2 Defendants rendered substantial assistance to the other Defendants with knowledge or in reckless
 3 disregard of the breaches of duty committed by such Defendants.

4

5 **DEFENDANTS' WRONGFUL COURSE OF CONDUCT**

6 80. - The Nextdoor/Fatdoor concept was originally created by Plaintiff on or about
 7 August 2005 while running for Cupertino City Council. At that time, Plaintiff was surprised by
 8 the lack of web based tools available to create walking maps of neighborhoods, and annotate
 9 information regarding neighbors around a particular residence. Plaintiff initially developed the
 10 Nextdoor/Fatdoor concept as a mash up of maps created using MapQuest and a Wikipedia style
 11 entry page for each neighbor met. A conception document was first prepared on or about August
 12 21, 2005 and clearly includes the name "Nextdoor." Particularly, the document was titled:

13 "NextDoor.com.
 14 Specification Draft 1 - August 21, 2005
 15 "Get to know your neighbors"

16 81. The conception document contained the following paragraph: "What we are trying
 17 to create is a way to create a way for neighbors to get to know each other and their surrounding
 18 businesses more easily through the Internet. The UI of the site will have a map of your home
 19 with a social networking page pop up on the right when one clicks a particular home/location.
 20 There will be no information about prices of a home, no information about the number of
 21 bedrooms of a home, etc. People will be the focus, not the real estate." [sic]. The document was
 22 improved and modified on or about November 2006, and submitted as an attachment in the
 23 Nextdoor/Fatdoor diligence folder to the Defendants on or about June 22, 2007 (See Exhibit B).
 24 The document included the following statement: "Note: we don't have the domain nextdoor.com
 25 yet, i've placed a bid on it. We do have modernvillage.com, but im trying to find a better name.
 26 let me know if you find something that is better and available for sale. Should know about
 27 nextdoor.com by the end of this week." (See Exhibit B).

28 82. Plaintiff and Fatdoor, Inc. intended to purchase the Nextdoor.com domain name

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1 shortly after Series B funding. Plaintiff worked diligently between August 21, 2005 and June 15,
 2 2006 to get the Nextdoor/Fatdoor website launched along with his business partner and assistant
 3 Rana. During this period, Rana created screenshots and wireframes of the Nextdoor/Fatdoor
 4 concept using PowerPoint showing the name 'Nextdoor'. There were two mockup images of the
 5 Nextdoor/Fatdoor concept shared with the Defendants by Plaintiff on or about June 22, 2007.
 6 The first mockup image shows a photo of Rana, with a personal profile wall feed from neighbors
 7 who provide comments on Rana's wall. A search area box reads "search neighborhood." The
 8 word "Nextdoor" are clearly shown in the upper, left-hand side of the screenshot. A map is
 9 shown in the screenshot illustrating the location of Rana's home and images indicating which
 10 neighbors have and have not joined the neighborhood surrounding Rana's representative home.

11 83. The Nextdoor/Fatdoor site was first publicly mentioned in Venturebeat on April 3,
 12 2007 in a story titled "The dirt on Amazon, Steve Jobs, Topix, Fatdoor, MySpace, VC tax and
 13 more" in which VentureBeat described Nextdoor/Fatdoor as:

14 15 16 17 18 19 20 21 22 23 24 25 26 27 28
 "FatDoor, secretive social network, to launch soon — The Palo Alto-based start-up, backed by Bill Harris, former CEO of Paypal and Intuit, and Bertram Capital, launches April 15, and describes itself as "a wikipedia of people," with over 130 million people and business profiles at launch. It wants to let you get to know your neighbors....Stay tuned" (See Exhibit E).

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